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6/20/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: BARI USA INC.

AUDIT NUMBER.....H97000010182

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
BARI USA INC.,

The undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following articles of incorporation:

ARTICLE 1

The name of this corporation and the principal address shall be:

BARI USA INC.,
7370 N.W. 36TH. ST. # 325-I
MIAMI, FLORIDA 33166

ARTICLE 2

This corporation shall have the authority to engage in activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3

This corporation is authorized to issue 100,000 shares of common stock, \$.01 par value.

Each share of common stock of this corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders.

No holder of common stock of this corporation shall be entitle to any right of cumulative voting.

Prepared by: Jaime Bacariza
7370 N.W. 36th St. #325-I
Miami, Fl 33166
(305) 273-0402

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ARTICLE 4

The initial registered agent and the street address of the initial registered office of this corporation is:

JAI ME BACARIZA
~~FERNANDO SOL~~
7370 N.W. 36TH. ST. # 325-I
MIAMI, FLORIDA 33166

ARTICLE 5

This corporation shall have two (2) director initially. The number of directors may be increased or decrease from time to time by a vote of a majority of the shareholders, but shall never be less than one. The name and address of each initial director is:

Name	Address,
Eugenio Sol Dominguez	7370 N.W 36th. St. Suite 325-I Miami, Florida 33166
Juan Carlos Bacariza	7370 N.W. 36th. St # 325-I Miami, Florida 33166

ARTICLE 6

The name and street address of the incorporator is:

Juan Carlos Bacariza
14624 S.W. 95th. Lane
Miami, Florida 33186

ARTICLE 7

1. The initial bylaws of this corporation shall be adopted by the board of directors. The bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any bylaw adopted by the directors. The directors may not alter amend or repeal any bylaw adopted by the stockholders, nor

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may the directors adopt bylaws which would be in conflict with the bylaws adopted by the stockholders.

2. Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director to include attorneys' fees and cost of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such directors or officers.

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4. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a stockholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of majority of the board of directors having no interest in such contract or transaction; or (b) the written consent or vote of a majority of the outstanding shares of stock in the corporation entitled to vote. A director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additional, no director or officer shall be liable to account to the corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation which he is a stockholder, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contract in any other manner permitted by law.

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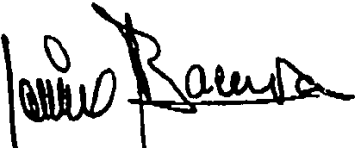
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THE UNDERSIGNED hereby declares and certifies that the facts herein stated are true and, accordingly, he has, this 20 day of June, 1997, executed these Articles of Incorporation.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation



Registered Agent

~~Fernando Sol~~

JAMES BACERIZA

STATE OF FLORIDA

COUNTY OF DADE

) ss


Incorporator

Juan Carlos Baceriza

The foregoing instrument was acknowledge before me this 20th day of June, 1997, by _____

Notary Public - State of Florida
at Large

My Commission Expires:

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